

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

FRONTIER AIRLINES, INC.,

Plaintiff,

v.

AMCK AVIATION HOLDINGS IRELAND
LIMITED, ACCIPITER INVESTMENT 4
LIMITED, VERMILLION AVIATION (TWO)
LIMITED, ACCIPITER HOLDINGS DAC,
CARLYLE AVIATION MANAGEMENT
LIMITED, MAVERICK AVIATION HOLDINGS
LTD., MANCHESTER AVIATION FINANCE
S.a.r.l., VERMILLION AVIATION HOLDINGS
LIMITED, WELLS FARGO TRUST COMPANY,
N.A., solely in its capacity as OWNER TRUSTEE,
and UMB BANK, N.A., solely in its capacity as
OWNER TRUSTEE,

Defendants.

22 Civ. 2943 (PAE)

DECLARATION OF JEFF E. BUTLER

Jeff E. Butler declares and states as follows:

1. I am a member of the firm Clifford Chance US LLP, counsel for Defendants AMCK Aviation Holdings Ireland Limited (“AMCK”), Accipiter Investments Aircraft 4 Limited (“Accipiter”), Vermillion Aviation (Two) Limited (“Vermillion”), Accipiter Holdings DAC (“Accipiter Holdings”), Carlyle Aviation Management Limited (“Carlyle Aviation”), Maverick Aviation Holdings Ltd. (“Maverick”), Manchester Aviation Finance S.a.r.l. (“Manchester”), UMB Bank, N.A., not in its individual capacity but solely as owner trustee (“UMB”) and Wells Fargo Trust Company, N.A., not in its individual capacity but solely as owner trustee (“Wells Fargo”) (collectively, “Defendants”) in the above-captioned action.

2. Attached as Exhibit 1 is a true and correct copy of an Aircraft Lease Agreement, dated as of September 30, 2019, between UMB as lessor (not in its individual capacity but solely as owner trustee) and Frontier Airlines, Inc. (“Frontier”) as lessee, relating to an aircraft bearing manufacturer’s serial number (“MSN”) 9177 (without attachments, except Schedule 6). Certain financial information has been redacted from this copy. The language in Section 20.2(a) of this agreement is identical to the equivalent portions of lease agreements between either UMB or Wells Fargo as lessor (not in their individual capacities but solely as owner trustees), and Frontier as lessee, relating to 12 other aircraft bearing MSN 8102 (dated as of March 6, 2018); MSN 8239 (dated as of June 5, 2018); MSN 8307 (dated as of August 29, 2018); MSN 8357 (dated as of July 31, 2018); MSN 8402 (dated as of August 30, 2018); MSN 8766 (dated as of March 22, 2019); MSN 8857 (dated as of April 23, 2019); MSN 8913 (dated as of May 9, 2019); MSN 8977 (dated as of June 27, 2019); MSN 9026 (dated as of June 28, 2019); MSN 9068 (dated as of August 19, 2019); and MSN 10038 (dated as of March 16, 2020). These agreements are referenced in Paragraphs 4, 5, 14, 39, 43, 47, 50-53, 98, 115, 118-120, 122, 126-30, 134, 136-38, 140-2, 145-46, 149, 152-53 and 156-59 of the Second Amended Complaint.

3. Attached as Exhibit 2 is a true and correct copy of an Aircraft Operating Lease Agreement, dated as of June 9, 2014, between Wells Fargo Bank Northwest, National Association (“Wells Fargo Bank Northwest”) as lessor (not in its individual capacity but solely as trustee), and Frontier as lessee, relating to an aircraft bearing MSN 6184 (without attachments, except Schedule 1). Certain financial information has been redacted from this copy and an electronic watermark relating to confidentiality has been removed.) This agreement is referenced in Paragraphs 4, 46, 51 and 53 of the Second Amended Complaint.

4. Attached as Exhibit 3 is a true and correct copy of an Aircraft Operating Lease Agreement, dated as of February 19, 2016, between Wells Fargo Bank Northwest as lessor (not in its individual capacity but solely as trustee), and Frontier as lessee, relating to an aircraft bearing MSN 7524 (without attachments, except Schedule 1). Certain financial information has been redacted from this copy and an electronic watermark relating to confidentiality has been removed. This agreement is referenced in Paragraphs 4, 46, 51 and 53 of the Second Amended Complaint.

5. Attached as Exhibit 4 is a true and correct copy of a Participation Agreement MSN 6184, dated as of December 15, 2017, between Accipiter, Wells Fargo Bank Northwest (in its individual capacity only as expressly stated therein and otherwise not in its individual capacity but solely as owner trustee) and Frontier. The language in Section 3.1 of this agreement is identical to the equivalent portion of a Participation Agreement MSN 7524, dated as of December 14, 2017, between Accipiter, Wells Fargo Bank Northwest (in its individual capacity only as expressly stated therein and otherwise not in its individual capacity but solely as owner trustee) and Frontier. Certain financial information has been redacted from this copy. These agreements are referenced in Paragraphs 41-41, 56, 61-62, 126-28, 133-34, 137, 141-42, 146, 150 and 153 of the Second Amended Complaint.

6. Attached as Exhibit 5 is a true and correct copy of a Guaranty, dated as of September 30, 2019, by Accipiter in favor of Frontier, relating to the aircraft bearing MSN 9177. Certain financial information has been redacted from this copy. The language in Section 1 is identical to the equivalent portions of 12 other guarantees provided by Accipiter, Accipiter Holdings or Vermillion in favor of Frontier relating to 12 aircraft bearing MSN 8102 (dated as of March 6, 2018); MSN 8239 (dated as of June 5, 2018); MSN 8307 (dated as of August 29,

2018); MSN 8357 (dated as of July 31, 2018); MSN 8402 (dated as of August 30, 2018); MSN 8766 (dated as of March 22, 2019); MSN 8857 (dated as of April 23, 2019); MSN 8913 (dated as of May 9, 2019); MSN 8977 (dated as of June 27, 2019); MSN 9026 (dated as of June 28, 2019); MSN 9068 (dated as of August 19, 2019); and MSN 10038 (dated as of March 16, 2020). These Guarantees are referenced in Paragraphs 35, of the Second Amended Complaint.

7. Attached as Exhibit 6 is a true and correct copy of a Guaranty, dated as of December 15, 2017, by Accipiter in favor of Frontier, relating to the aircraft bearing MSN 6184. Certain financial information has been redacted from this copy. The language in Section 1 of this Guaranty is identical to the equivalent portions of another guaranty provided by Wells Fargo in favor of Frontier relating to the aircraft bearing MSN 7524 (dated as of December 14, 2017). These guarantees are referenced in Paragraphs 35, 40-41, 56, 58-59, 61, 126-8, 133-34, 137, 141-42, 146, and 150 of the Second Amended Complaint.

8. Attached as Exhibit 7 is a true and correct copy of a letter dated March 30, 2022 from Paul Sheridan of AMCK Holdings to Robert Fanning of Frontier. This letter is referenced in Paragraphs 98-102 of the Second Amended Complaint.

9. Attached as Exhibit 8 is a true and correct copy of a letter dated April 12, 2022 from Carlyle Aviation, as Servicer, on behalf of Wells Fargo (not in its individual capacity but solely as owner trustee), to Frontier. This letter is referenced in Paragraphs 44 and 103-108 of the Second Amended Complaint.

10. Attached as Exhibit 9 is a true and correct copy of a Notice of Security Assignment, dated as of June 1, 2022, from Wells Fargo as lessor (not in its individual capacity but solely as owner trustee) to Frontier as lessee, relating to an aircraft bearing MSN 6184.

Certain financial information has been redacted from this copy. The language of this Notice of Security Assignment is substantially identical to another Notice of Security Assignment, dated as of June 1, 2022, from Wells Fargo as lessor (not in its individual capacity but solely as owner trustee) to Frontier as lessee, relating to an aircraft bearing MSN 7524. These Notices of Security Assignment are referenced in Paragraphs 117-23, 137, 143, 157, and 160-61 of the Second Amended Complaint.

11. Attached as Exhibit 10 is a true and correct copy of a Notice of Security Assignment, dated as of June 1, 2022, from Wells Fargo as lessor (not in its individual capacity but solely as owner trustee) to Frontier as lessee, relating to an aircraft bearing MSN 8102. Certain financial information has been redacted from this copy. The language of this Notice of Security Assignment is substantially identical to 11 other Notices of Security Assignment, dated as of June 1, 2022, from Wells Fargo or UMB as lessor (not in their individual capacities but solely as owner trustees) relating to aircraft bearing MSN 8239, MSN 8307, MSN 8357, MSN 8402, MSN 8766, MSN 8857, MSN 8913, MSN 8977, MSN 9026, MSN 9068 and MSN 9177. These Notices of Security Assignment are referenced in Paragraphs 117-20, 137, 143, 157 and 160-61 of the Second Amended Complaint.

12. Attached as Exhibit 11 is a true and correct copy of a Notice of Security Assignment, dated as of June 1, 2022 from UMB as lessor (not in its individual capacity but solely as owner trustee) to Frontier as lessee, relating to an aircraft bearing MSN 10038. Certain financial information has been redacted from this copy. This Notice of Security Assignment is referenced in Paragraphs 117-20, 137, 143, 157 and 160-61 of the Second Amended Complaint.

13. Attached as Exhibit 12 is a true and correct copy of Section 608 of the Irish Companies Act 2014, as made available by the Irish Office of the Attorney General at <https://www.irishstatutebook.ie/eli/2014/act/38/section/608/enacted/en/html#>.

14. I declare under penalty of perjury that the foregoing is true and correct.

Dated: October 7, 2022
New York, New York

s/ Jeff E. Butler
Jeff E. Butler